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RECORDATION NO. 16168-0000 FILED 1425

AUG 23 1995 - 11:45 AM

INTERSTATE COMMERCE COMMISSION

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OFFICE OF THE
SECRETARY
AUG 23 9 44 AM '95
LICENSING BRANCH

Mr. Arnor Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission, Recordations Unit, is a Partial Termination of Security Agreement dated as of August 9, 1995, involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, Recordation #16168:

30, 4000 cf Flat Bottom Gondolas
CIM 5517-5798, N.I.
(See Exhibit A)

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary A Oster

RECORDATION NO. 16168-0000
AUG 23 1995 - 11 45 AM
Helm Financial Corporation

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of August 23, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns the thirty (30) railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: [Signature]
Title: Division Executive
Date: 8/18/95

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 18 day of August, 1995, before me, personally appeared Tan Whitfield, to me personally know, who being by me duly sworn, says that he is a Division Executive of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lori B. Langer
Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

EXHIBIT A

Description of Equipment:

Thirty (30), 100-ton, 4000 cubic foot, flat bottom gondola railcars; built by Pullman Standard in 1975.

Unit Numbers

CIM 5517
CIM 5526
CIM 5533
CIM 5541
CIM 5549
CIM 5559
CIM 5583
CIM 5601
CIM 5612
CIM 5615
CIM 5618
CIM 5642
CIM 5646
CIM 5648
CIM 5655

Unit Numbers

CIM 5657
CIM 5668
CIM 5676
CIM 5700
CIM 5706
CIM 5707
CIM 5726
CIM 5739
CIM 5749
CIM 5766
CIM 5770
CIM 5780
CIM 5783
CIM 5786
CIM 5798